

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
In re : Chapter 11  
:   
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:   
Debtors. : (Jointly Administered)  
:   
----- x

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF ALABAMA )  
 ) ss:  
COUNTY OF MADISON )

Daniel M. Wilson, being duly sworn, deposes and says:

1. I am a shareholder of Maynard, Cooper & Gale, P.C. ("MCG") which firm maintains offices at 655 Gallatin Street, Huntsville, Alabama 35801.

2. Neither I, MCG, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. MCG has represented and advised the Debtors in Alabama with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and MCG has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and MCG proposes, to render the following services to the Debtors: advice regarding environmental and real property issues relating to its Decatur, Alabama facility.

5. MCG's current fee arrangement is hourly, plus customary expense reimbursements.

6. Except as set forth herein, no promises have been received by MCG or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of

Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

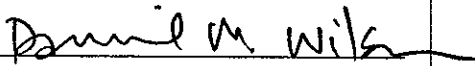
7. MCG has no agreement with any entity to share with such entity any compensation received by MCG.

8. MCG and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. MCG does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.


9. Neither I, MCG, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which MCG is to be engaged.

10. The foregoing constitutes the statement of MCG pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
Daniel M. Wilson

Subscribed and sworn before me  
this 28th day of November, 2007.

  
Notary Public

CERTIFICATE OF SERVICE

Daniel M. Wilson, Shareholder hereby certifies that on November 28, 2007, served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, N.Y. 10022

Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606

Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, N.Y. 10017

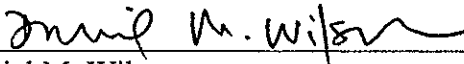
United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, N.Y. 10044

Davis Polk & Wardwell  
Attention: Donald Bernstein, Esq. and  
Brian Resnick, Esq.  
450 Lexington Avenue  
New York, N.Y. 10017


Delphi Corporation  
Attention: John D. Sheehan, Esq.  
Vice President & Chief Restructuring  
Officer  
5725 Delphi Drive  
Troy, MI 48098

GE Plastics, Americas  
Attention: Valeria Venable  
Credit Manager  
9930 Kincey Avenue  
Huntersville, NC 28078

Dated November 28, 2007

  
Daniel M. Wilson  
MAYNARD, COOPER & GALE, P.C.  
655 Gallatin Street  
Huntsville, Alabama 35801  
(256) 551.0171

Sworn before me this 28<sup>th</sup> day of  
November, 2007.

  
Notary Public

**MAYNARD, COOPER & GALE, P.C.**

ATTORNEYS AT LAW

1901 SIXTH AVENUE NORTH

2400 AMSOUTH/HARBERT PLAZA

BIRMINGHAM, ALABAMA 35203-2602

(205) 254-1000

TAXPAYER I.D. # 63-0864426

Delphi Automotive Systems  
 c/o Sean P. Cochran  
 5725 Delphi Drive  
 M/C 483-400-603  
 Troy, Michigan 48098

September 30, 2007

Invoice #268906

For Legal Services Rendered Through 08/31/07

11748-0002

City of Decatur

|          |              |      |                                                                                                                                                                                                                                                                                             |
|----------|--------------|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 06/05/07 | J. Taylor II | 1.60 | Telephone call to K. Jones (voice mail); telephone call from K. Jones (voice mail); telephone call to K. Jones; receipt of three e-mails with enclosures; conference with B. Nichols regarding project and research.                                                                        |
| 06/06/07 | B. Nichols   | 8.50 | Conference with J Taylor re action items; research re Decatur regulations and SID permits and related issues; conference with J Taylor re same; conference call with J Taylor and facility re same; work on letter to Decatur utilities.                                                    |
| 06/06/07 | J. Taylor II | 3.70 | E-mails; telephone call from K. Jones' assistant; receipt of fax; review materials; conference with B. Nichols; edit K. Jones' draft letter; edit and finalize draft of letter to Decatur responding to NOV; e-mail both documents to client; research; e-mail to ADEM; e-mail to K. Jones. |
| 06/07/07 | B. Nichols   | 0.10 | Review K Jones email re edits to draft letter to Decatur Utilities.                                                                                                                                                                                                                         |
| 06/07/07 | J. Taylor II | 1.60 | Review correspondence; receipt of e-mail from H. Williams with enclosures; conference call regarding draft letters.                                                                                                                                                                         |
| 06/21/07 | J. Taylor II | 0.20 | E-mails to client; e-mail from D. Wilson.                                                                                                                                                                                                                                                   |
| 07/15/07 | J. Taylor II | 0.10 | E-mails.                                                                                                                                                                                                                                                                                    |
| 07/16/07 | J. Taylor II | 0.10 | E-mails.                                                                                                                                                                                                                                                                                    |
| 08/06/07 | J. Taylor II | 0.10 | E-mail to K. Jones.                                                                                                                                                                                                                                                                         |
| 08/14/07 | J. Taylor II | 0.20 | E-mails.                                                                                                                                                                                                                                                                                    |

**MAYNARD, COOPER & GALE, P.C.**

Delphi Automotive Systems  
Matter #11748-0002

September 30, 2007  
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## Summary by Timekeeper

| <u>Timekeeper</u>                              | <u>Position</u> | <u>Hours</u> | <u>Rate<br/>Billed</u> | <u>Fees<br/>Billed</u> |
|------------------------------------------------|-----------------|--------------|------------------------|------------------------|
| Jarred O. Taylor II                            | Shareholder     | 7.60         | \$365                  | 2,774.00               |
| E. Bryan Nichols                               | Associate       | 8.60         | \$220                  | 1,892.00               |
| Total all timekeepers                          |                 | 16.20        |                        | \$4,666.00             |
| Total for services, disbursements and expenses |                 |              |                        | \$4,666.00             |

**MAYNARD, COOPER & GALE, P.C.**

Delphi Automotive Systems  
Matter #11748-0002

September 30, 2007

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**ACCOUNT SUMMARY**

## OUTSTANDING INVOICES AS OF SEPTEMBER 30, 2007

| Invoice   | Date     | Fees     | Disbursements | Payments | Total    |
|-----------|----------|----------|---------------|----------|----------|
| 268906    | 09/30/07 | 4,666.00 | 0.00          | 0.00     | 4,666.00 |
| Total due |          | 4,666.00 | 0.00          | 0.00     | 4,666.00 |

**ACCOUNT AGING**

|               |            |
|---------------|------------|
| 0 - 30 Days   | \$4,666.00 |
| 31 - 60 Days  | \$0.00     |
| 61 - 90 Days  | \$0.00     |
| 91 - 120 Days | \$0.00     |
| Over 120 Days | \$0.00     |

**MAYNARD, COOPER & GALE, P.C.**

ATTORNEYS AT LAW

1901 SIXTH AVENUE NORTH

2400 AMSOUTH/HARBERT PLAZA

BIRMINGHAM, ALABAMA 35203-2602

(205) 254-1000

TAXPAYER I.D. # 63-0864426

**STATEMENT**

Invoice date: September 30, 2007

Invoice number: 268906

Client name: Delphi Automotive Systems

Matter number: 11748-0002

|                                    |                   |
|------------------------------------|-------------------|
| Total services billed this invoice | <u>\$4,666.00</u> |
|------------------------------------|-------------------|

|                        |            |
|------------------------|------------|
| TOTAL DUE THIS INVOICE | \$4,666.00 |
|------------------------|------------|

**TERMS: PAYMENT DUE UPON RECEIPT**

**PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE**